

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)*Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Philadelphia Academic Health System, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 82-2918681

4. Debtor's address

<p>Principal place of business</p> <p>1500 Market Street Suite 2400, West Tower Philadelphia, PA 19102</p> <p>Number, Street, City, State & ZIP Code</p> <p>Philadelphia</p> <p>County</p>	<p>Mailing address, if different from principal place of business</p> <p>P.O. Box, Number, Street, City, State & ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>Number, Street, City, State & ZIP Code</p>
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5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Philadelphia Academic Health System, LLC**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6221**8. Under which chapter of the Bankruptcy Code is the debtor filing?** *Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See attached Schedule 1	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Philadelphia Academic Health System, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Philadelphia Academic Health System, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 30, 2019**
MM / DD / YYYY**X /s/ Allen Wilen**

Signature of authorized representative of debtor

Allen Wilen

Printed name

Title **Chief Restructuring Officer****18. Signature of attorney****X /s/ Mark Minuti**

Signature of attorney for debtor

Date **June 30, 2019**

MM / DD / YYYY

Mark Minuti

Printed name

Saul Ewing Arnstein & Lehr LLP

Firm name

**1201 North Market Street
Suite 2300
Wilmington, DE 19801**

Number, Street, City, State & ZIP Code

Contact phone **302-421-6800**Email address **mark.minuti@saul.com****2659 DE**

Bar number and State

FORM 201. VOLUNTARY PETITION – Schedule 1**Pending Bankruptcy Cases Attachment**

<u>Debtors</u>	<u>District</u>	<u>Relationship</u>
Center City Healthcare, LLC	DE	Affiliate
Philadelphia Academic Medical Associates, LLC	DE	Affiliate
St. Christopher's Healthcare, LLC	DE	Affiliate
HPS of PA, L.L.C.	DE	Affiliate
TPS of PA, L.L.C.	DE	Affiliate
TPS II of PA, L.L.C.	DE	Affiliate
TPS III of PA, L.L.C.	DE	Affiliate
TPS IV of PA, L.L.C.	DE	Affiliate
TPS V of PA, L.L.C.	DE	Affiliate
SCHC Pediatric Associates, L.L.C.	DE	Affiliate
SCHC Pediatric Anesthesia Associates, L.L.C.	DE	Affiliate
StChris Care at Northeast Pediatrics, L.L.C.	DE	Affiliate
St. Christopher's Pediatric Urgent Care Center, L.L.C.	DE	Affiliate

PHILADELPHIA ACADEMIC HEALTH SYSTEM, LLC

ACTION BY UNANIMOUS WRITTEN CONSENT OF THE MANAGERS

The undersigned, being all of the managers (the “**Managers**”) of Philadelphia Academic Health System, LLC, a Delaware limited liability company (the “**Company**”), pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act (the “**Act**”) and the Amended and Restated Operating Agreement of the Company, dated as of June 19, 2019 (the “**Agreement**”) and without formality of convening a meeting, hereby unanimously consent to the following resolutions and actions which shall be deemed validly adopted resolutions and validly taken actions and shall have the same force and effect as if adopted and done at a duly called meeting of the Managers, and direct that they be filed with the minutes of the proceedings of the Company:

WHEREAS, the Managers of the Company have reviewed the financial records of the Company, have considered the business and financial condition of the Company, and are aware of the assets, liabilities, potential liabilities and liquidity of the Company; and have had the opportunity to consult with the management and advisors of the Company and fully considered all of the strategic alternatives available to the Company; and

WHEREAS, as a result of the Company’s current financial situation, it appears that it may be necessary for the Company, along with the following direct and indirect subsidiaries of the Company (collectively, the “**Subsidiaries**”): (a) Center City Healthcare, LLC; (b) Philadelphia Academic Medical Associates, LLC; (c) St. Christopher’s Healthcare, LLC; (d) HPS of PA, L.L.C.; (e) SCHC Pediatric Associates, L.L.C.; (f) SCHC Pediatric Anesthesia Associates, L.L.C.; (g) StChris Care at Northeast

Pediatrics, L.L.C.; (h) TPS of PA, L.L.C.; (i) St. Christopher's Pediatric Urgent Care Center, L.L.C.; (j) TPS II of PA, L.L.C.; (k) TPS III of PA, L.L.C.; (l) TPS IV of PA, L.L.C.; and (m) TPS V of PA, L.L.C. to file for reorganization under chapter 11 (the "**Bankruptcy**") of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**").

AUTHORIZATION TO FILE VOLUNTARY PETITION UNDER CHAPTER 11

IT IS THEREFORE, RESOLVED, that the Managers have determined in their judgment that it may be desirable and in the best interests of the Company, its creditors and other interested parties to commence the Bankruptcy; and

FURTHER RESOLVED, that the President and Chief Restructuring Officer of the Company, together with any other person or persons hereafter designated in writing by the Managers (each individually an "**Authorized Officer**" and collectively the "**Authorized Officers**"), alone or with one or more other Authorized Officers be, and hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the Bankruptcy, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Bankruptcy, with a view to the successful prosecution of such case; and

FURTHER RESOLVED, that the Authorized Officers are, on behalf of the Company, in its capacity as sole manager of: (a) Center City Healthcare, LLC; (b) Philadelphia Academic Medical Associates, LLC; and (c) St. Christopher's Healthcare, LLC (collectively, the "**Direct Subsidiaries**"), authorized and empowered to execute on behalf of each of the Direct Subsidiaries such written consents and resolutions as are necessary and appropriate to commence the Bankruptcy on behalf of each of the Direct Subsidiaries, and to take any and all further acts and deeds deemed necessary, proper and desirable in connection with the Bankruptcy, with a view to the successful prosecution of such cases; and

FURTHER RESOLVED, that Philadelphia Academic Medical Associates, LLC is, in its capacity as sole manager of: (a) HPS of PA, L.L.C.; (b) SCHC Pediatric Associates, L.L.C.; (c) SCHC Pediatric Anesthesia Associates, L.L.C.; (d) StChris Care at Northeast Pediatrics, L.L.C.; (e) TPS of PA, L.L.C.; (f) St. Christopher's Pediatric Urgent Care Center, L.L.C.; (g) TPS II of PA, L.L.C.; (h) TPS III of PA, L.L.C.; (i) TPS IV of PA, L.L.C.; and (j) TPS V of PA, L.L.C. (collectively, the "**Practice Groups**"), authorized and empowered to execute on behalf of each of the Practice Groups such written consents and resolutions as are necessary and appropriate to commence the Bankruptcy on behalf of each of the Practice Groups, and to take any and all further acts

and deeds deemed necessary, proper and desirable in connection with the Bankruptcy, with a view to the successful prosecution of such cases; and

FURTHER RESOLVED, that the Authorized Officers of the Subsidiaries, as defined in the applicable resolutions signed on behalf of each Subsidiary with respect to the Bankruptcy, alone or with one or more other Authorized Officers of the Subsidiaries, be and hereby are, authorized and empowered to execute and file on behalf of the Subsidiaries all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the Bankruptcy, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Bankruptcy, with a view to the successful prosecution of such cases; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company, to negotiate, make, execute and deliver, either jointly or severally, any and all debtor-in-possession loan documents, and any and all amendments, supplements, modifications, extensions, renewals, replacements, agreements, documents and instruments relating to the foregoing, subject to any requisite Bankruptcy Court approval; and

FURTHER RESOLVED, that the law firms of Saul Ewing Arnstein & Lehr LLP and Klehr Harrison Harvey Branzburg LLP, and such other law firms as may be employed by an Authorized Officer with the written approval of General Counsel, are hereby engaged as general or special bankruptcy co-counsel for the Company under general retainer in the Bankruptcy, subject to any requisite Bankruptcy Court approval; and

FURTHER RESOLVED, that the firm of SSG Advisors, LLC is hereby engaged as investment banker for the Company in the Bankruptcy, subject to any requisite Bankruptcy Court approval; and

FURTHER RESOLVED, that the firm of Omni Management Group, Inc. is hereby engaged as the claims and noticing agent for the Company in the Bankruptcy, subject to any requisite Bankruptcy Court approval; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company, with the written approval of General Counsel with respect to legal professionals, to retain or continue to employ such other professionals as they deem necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval.

RATIFICATION OF ALL PRIOR AND FUTURE ACTIONS

IT IS THEREFORE, RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be

taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects ratified and approved; and

FURTHER RESOLVED, that these resolutions shall be filed with the records of the Company; and

FURTHER RESOLVED, that this Action by Unanimous Written Consent of the Managers may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same original, and may be delivered by facsimile or electronic (.pdf) transmission, and no confirmation of such delivery by the mailing or personal delivery of an executed original of this Action by Unanimous Written Consent of the Managers shall be required in order for it to be effective.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned Managers hereby evidence their written consent to the foregoing resolutions effective as of this 30th day of June, 2019.

MANAGERS:



Joel Freedman

Albert Mezzaroba

IN WITNESS WHEREOF, the undersigned Managers hereby evidence their written consent to the foregoing resolutions effective as of this 30th day of June, 2019.

MANAGERS:

Joel Freedman



Albert Mezzaroba

Debtor name Center City Healthcare, LLC d/b/a Hahnemann University Hospital, et al.**UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE**

Case No. (If known) _____

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Tenet Business Services Corporation c/o Tenet Healthcare Corporation Attn: Michael Maloney 1445 Ross Ave, Ste 1400 Dallas, TX 75202	Tenet Business Services Corporation Attn: Michael Maloney Tel: 469-893-6151 Email: Michael.Maloney@tenethealth.com	Trade Debt	Disputed			\$20,181,981.85
2 Conifer Patient Communications Attn: Petra Willey 140 Fountain Pkwy Ste 500 St Petersburg, FL 33716	Conifer Patient Communications Attn: Petra Willey Tel: 727-570-3637 Email: petra.willey@coniferhealth.com	Trade Debt	Disputed			\$19,089,696.47
3 Drexel University Attn: Anthony Esposito 3201 Arch St, Ste 420 Philadelphia, PA 19104	Drexel University Attn: Anthony Esposito Tel: 215-762-1504 Email: ame79@drexel.edu	Trade Debt	Disputed			\$14,158,984.05
4 Medline Industries Inc Attn: Ron Barrett Three Lakes Dr Northfield, IL 60093	Medline Industries Inc Attn: Ron Barrett Tel: 847-643-4099 Fax: 847-949-2287 Email: rbarrett@medline.com	Trade Debt				\$3,963,549.96
5 Cerner Corp Attn: Ian Wilson 2800 Rockcreek Pkwy Kansas City, MO 64117	Cerner Corp Attn: Ian Wilson Tel: 816-500-0767 Fax: 816-936-1920 Email: ian.wilson@cerner.com	Trade Debt				\$3,786,822.75

Debtor name Center City Healthcare, LLC d/b/a Hahnemann University Hospital, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 NTT Data Services LLC Attn: SubbaRao Pushadapu 7950 Legacy Dr, Ste 900 Plano, TX 75024	NTT Data Services LLC Attn: Subbarao Pushadapu Email: billing.inquiry@nttdata.com	Trade Debt				\$2,537,404.39
7 Veolia Energy Philadelphia Inc Attn: Tricia Marts 2600 Christian St Philadelphia, PA 19146	Veolia Energy Philadelphia Inc Attn: Tricia Marts Tel: 267-350-5813 Fax: 215-875-6910 Email: patricia.marts@veolia.com	Trade Debt				\$2,418,298.74
8 Ensemble Rcm LLC Attn: John Erickson 13620 Reese Blvd, Ste 200 Huntersville, NC 28078	Ensemble Rcm LLC Attn: John Erickson Tel: 704-765-3715 Email: john.erickson@ensemblehp.com	Trade Debt	Disputed			\$2,219,725.54
9 Universal Protection SVS LP Attn: Al Santossusso 1551 North Tustin Ave, Ste 650 Santa Ana, CA 92705	Universal Protection SVS LP Attn: Al Santossusso Tel: 215-399-3955; 215-868-2644 Email: al.santossusso@aus.com	Trade Debt				\$1,802,297.12
10 Medtronic Usa Inc Attn: Brian Castelein CBA 4642 Collections Center Dr Chicago, IL 60693	Medtronic Usa Inc Attn: Brian Castelein Cba Tel: 763-505-6535 Fax: 763-367-1404 Email: brian.j.castelein@medtronic.com	Trade Debt				\$1,766,207.01
11 Depuy Synthes Sales Customer Receivables Management Attn: Patty Paget Highway 22 N Somerville, NJ 08876-1051	Depuy Synthes Sales Attn: Patty Paget Tel: 610-314-2956 Fax: 908-429-4999 Email: ppaget@its.jnj.com	Trade Debt	Disputed			\$1,575,896.03

Debtor name Center City Healthcare, LLC d/b/a Hahnemann University Hospital, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12 Crothall Healthcare Inc Attn: Dennis Czaplicki 13028 Collections Ctr Dr Chicago, IL 60693	Crothall Healthcare Inc Attn: Dennis Czaplicki Tel: 215-694-5351 Email: Dennis.czaplicki@crothall.com	Trade Debt				\$1,385,555.85
13 Ernst & Young LLP Attn: Amy Dorfmeister Pittsburg Natl Bank 640382 c/o Ernst & Young Us LLP 1 PPG PI #2100 Pittsburgh, PA 15264	Ernst & Young LLP Attn: Amy Dorfmeister Tel: 215-448-5000 Email: amy.dorfmeister@ey.com	Professional Services				\$1,239,278.05
14 Temple Univ Hospital Cashier Office 3401 No Broad St, Rm A 131 Philadelphia, PA 19140	Temple Univ Hospital Tel: 877-711-7520 Fax: 215-204-4660	Trade Debt				\$1,197,893.57
15 Champion Energy Attn: Nicole Hassler 1500 Rankin Rd, Ste 200 Houston, TX 77073	Champion Energy Attn: Nicole Hassler Tel: 832-957-4504 Fax: 281-653-1810 Email: nicole.cates@champion.energy	Trade Debt				\$1,103,204.69
16 Renal Treatment Centers Se LP - Davita Attn: Glenn Frost 2476 East Swedesford Rd, Ste 150 Malvern, PA 19355	Renal Treatment Centers Se LP - Davita Attn: Glenn Frost Tel: 800-633-9757 Fax: 877-803-1534 Email: angel.Baltazar@davita.com	Trade Debt				\$903,640.47
17 American Red Cross Attn: Tara Smalls 430 17th St NW Washington, DC 20006	American Red Cross Attn: Tara Smalls Tel: 704-943-6914 Fax: 704-943-7389 Email: Tara.Smalls@redcross.org	Trade Debt				\$900,713.67

Debtor name Center City Healthcare, LLC d/b/a Hahnemann University Hospital, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18 Quality Systems Inc 18111 Von Karman Ave, Ste 700 Irvine, CA 92612	Quality Systems Inc Tel: 855-657-4373 Email: irvinetax@nextgen.com; ir@nextgen.com	Trade Debt				\$881,603.18
19 Olympus America Inc Attn: Eric Vautrin 3500 Corporate Pkwy Center Valley, PA 18034-0610	Olympus America Inc Attn: Eric Vautrin Tel: 484-896-3403 Fax: 484-896-7788 Email: eric.vautrin@olympus.com	Trade Debt				\$813,179.36
20 Global Neurosciences Institute Attn: Donald J Damico 3100 Princeton Pk, Bldg 3, Ste D Lawrenceville, NJ 08648	Global Neurosciences Institute Attn: Donald J Damico Tel: 215-962-9600 Email: ddamico@gnineuro.org	Trade Debt				\$802,676.33
21 Optuminsight Attn: Nick Gulland 11000 Optum Cir Eden Prairie, MN 55344	Optuminsight Attn: Nick Gulland Tel: 952-205-6984 Fax: 855-244-4448 Email: nicholas.gulland@optum.com	Trade Debt				\$733,890.77
22 Greater Delaware Valley Society Attn: Stacy Cramer 401 N 3Rd St Philadelphia, PA 19123	Greater Delaware Valley Society Attn: Stacy Cramer Tel: 215-557-8090 ext1309 Email: SCramer@donors1.org	Trade Debt				\$697,400.00
23 City Of Philadelphia Attn: Rob Dubow Code Violation Enforcement Div P.O. Box 56318 Philadelphia, PA 19130	City Of Philadelphia Attn: Rob Dubow Tel: 215-686-6141 Email: voucherverification@phila.gov	Government Contracts				\$649,769.35

Debtor name Center City Healthcare, LLC d/b/a Hahnemann University Hospital, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
24 Nthrive Inc Attn: Kay Ennis 200 North Point Center E, Ste 600 Alpharetta, GA 30022	Nthrive Inc Attn: Kay Ennis Tel: 334-728-2805 Email: kennis@nthrive.com	Trade Debt				\$618,339.28
25 Benefit Fund For Hosp & Health 1319 Locust St Philadelphia, PA 19107	Benefit Fund For Hosp & Health Tel: 215-735-5720 Fax: 215 -985-9232 Email: info@1199cfunds.org	Trade Debt				\$564,691.86
26 Premier Healthcare Solutions Attn: Kelley Maskeri 5882 Collections Center Dr Chicago, IL 60693	Premier Healthcare Solutions Attn: Kelley Maskeri Tel: 704-816-6123 Fax: 704-733-2114 Email: kelley.Maskeri@PremierINC.com	Trade Debt				\$563,349.66
27 Concentra Attn: Candice Henson dba Concentra Medical Centers 5080 Spectrum Dr, 1200W Addison, TX 75001	Concentra Attn: Candice Henson Tel: 401-487-8624 Email: candice_henson@concentra.com	Trade Debt				\$556,777.14
28 Ino Therapeutics LLC dba Mallinckrodt Pharmaceuticals Attn: Brooke Mitch 1425 US Route 206 Bedminster, NJ 07921	Ino Therapeutics LLC Attn: Brooke Mitch Tel: 484-619-1374 Fax: 908-238-6633 Email: brooke.mitch@mnk.com	Trade Debt				\$546,000.00
29 General Electric Co Attn: Arushi Chandran dba Ge Healthcare 9900 Innovation Dr Wauwatosa, WI 53226-4856	General Electric Co Attn: Arushi Chandran Tel: 888-727-9958 Email: ARUSHI.CHANDRAN@GE.COM	Trade Debt				\$536,228.76

Debtor name Center City Healthcare, LLC d/b/a Hahnemann University Hospital, et al.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
30 Smith & Nephew Attn: Peter J Butera 150 Minuteman Rd Andover, MA 01810	Smith & Nephew Attn: Peter J Butera Tel: 941-724-8959 Email: peter.butera@smith-nephew.com	Trade Debt				\$533,436.17

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
CENTER CITY HEALTHCARE, LLC, <i>et al.</i> , ¹)	Case No. 19-____ (____)
)	
Debtors.)	Joint Administration Requested
)	
)	

**COMBINED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), and 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Center City Healthcare, LLC and certain of its affiliates, who are debtors and debtors in possession in the above-captioned cases (each a “**Debtor**” and collectively, the “**Debtors**”), hereby state as follows:

1. Debtor Philadelphia Academic Health System, LLC (“**PAHS**”) is 100% owned by non-debtor Philadelphia Academic Health Holdings, LLC.
2. Debtors Philadelphia Academic Medical Associates, LLC (“**PAMA**”), Center City Healthcare, LLC, and St. Christopher’s Healthcare, LLC are each 100% owned by PAHS.
3. Debtors HPS of PA, L.L.C., SCHC Pediatric Associates, L.L.C. (“**SCHC Pediatrics**”), SCHC Pediatric Anesthesia Associates, LLC, StChris Care at Northeast Pediatrics, L.L.C., and TPS of PA, L.L.C. (“**TPS**”) are each 100% owned by PAMA.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Center City Healthcare, LLC (3341), Philadelphia Academic Health System, LLC (8681), St. Christopher’s Healthcare, LLC (8395), Philadelphia Academic Medical Associates, LLC (8165), HPS of PA, L.L.C. (1617), SCHC Pediatric Associates, L.L.C. (0527), St. Christopher’s Pediatric Urgent Care Center, L.L.C. (6447), SCHC Pediatric Anesthesia Associates, L.L.C. (2326), StChris Care at Northeast Pediatrics, L.L.C. (4056), TPS of PA, L.L.C. (4862), TPS II of PA, L.L.C. (5534), TPS III of PA, L.L.C. (5536), TPS IV of PA, L.L.C. (5537), and TPS V of PA, L.L.C. (5540). The Debtors’ mailing address is 230 North Broad Street, Philadelphia, Pennsylvania 19102.

4. Debtor St. Christopher's Pediatric Urgent Care Center, L.L.C. is 100% owned by SCHC Pediatrics.
5. Debtors TPS II of PA, L.L.C., TPS III of PA, L.L.C., TPS IV of PA, L.L.C., and TPS V of PA, L.L.C. are each 100% owned by TPA.

Fill in this information to identify the case:Debtor name Philadelphia Academic Health System, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Combined Statement of Corporate Ownership and List of Equity Security Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 30, 2019**X /s/ Allen Wilen**

Signature of individual signing on behalf of debtor

Allen Wilen

Printed name

Chief Restructuring Officer

Position or relationship to debtor